

**EXHIBIT 2**

## Mascianica, Scott (DAL - X62106)

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**From:** Mascianica, Scott (DAL - X62106)  
**Sent:** Wednesday, August 9, 2023 9:53 AM  
**To:** Gottlieb, Jason  
**Cc:** Magee, Jessica B (DFW - X61375)  
**Subject:** SEC v. Digital Licensing - Follow Up to 8.8.23 Call

Jason-

Thanks again for your time yesterday. We found the call productive and we are looking forward to working with you. Below are a few follow-up and clarifying points from our call:

- We understand that your engagement letter states that Morrison Cohen is representing the following parties in the SEC's litigation: Jacob Anderson, Jason Anderson, Schad Brannon, Roy Nelson, Business Funding Solutions, LLC, UIU Holdings, LLC, Blox Lending, LLC, and Digital Licensing, Inc. ("DLI")
- As discussed, the Order Appointing Receiver ("OAR") is clear that Joe Dewey now controls all aspects of DLI's operations, along with those of its subsidiaries and affiliates. *See, e.g.*, OAR, Section II. Accordingly, the OAR precludes Morrison Cohen—or any other firm—from representing DLI or its subsidiaries or affiliates absent written consent from the Receiver. Although we are not taking a position today on whether any of your other clients are considered subsidiaries or affiliates of DLI, your clients are in a position to know and identify to us whether they believe Business Funding Solutions, Blox Lending, UIU Holdings are DLI affiliates or subsidiaries. It is important that we understand their position on this matter as soon as possible. Setting that matter to the side for the moment, the Receiver does not consent to Morrison Cohen representing DLI. More broadly, as a reminder, OAR Section V places express limits on certain individuals or other persons from taking any action—or purporting to take any action—on behalf of DLI and its subsidiaries or affiliates, in any capacity, without written consent from Mr. Dewey or court order.
- Section III of the OAR provides, among other things, that all "officers, agents, servants, employees and attorneys, and any other persons" in control of assets and records of DLI and its subsidiaries and affiliates must turn those over to the Receiver (including, but not limited to, pertinent wallet information, wherever located). This applies regardless of whether the individual officers, agents, servants, employees, attorneys, or other persons are part of the Receivership estate. Appreciating your desire to initially focus on carving out certain assets for your clients from the asset freeze, the OAR requires that such access/control be provided forthwith. The Receiver needs to obtain access and gain control to these assets and records as soon as possible to carry out his court ordered obligations. For example, we are aware that there are certain oil-and-gas related assets that DLI claims to control, and time is of the essence for the Receiver gaining control of those assets.
- Similarly, Section IV of the OAR requires "any person who receives actual notice of this Order by personal service or otherwise" to turn over passwords and other cryptographic keys "pertaining in any manner to any assets of any of the Defendants..." Understanding that the Order required compliance within five days of receiving actual notice and that time frame has passed, we are willing to extend the deadline to **CoB Friday, August 11, 2023** as a reasonable accommodation. Given the type of information called for by this portion of the OAR, we expect your clients can compile this information quickly. Please note that the scope of this provision is beyond DLI ("...any of the Defendants...").

We are happy to set up a follow-up call to discuss a reasonable timeframe for compliance with the Section III obligations on turning over control of other assets and documents. We'll note that this may sync up with the accounting that must be provided to the SEC but happy to discuss further.

Many thanks.

**Scott Mascianica | Holland & Knight**

Partner

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